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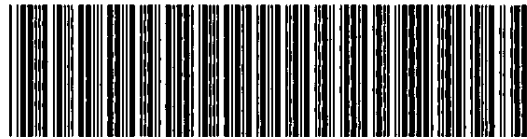
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HEBBLE & ASSOCIATES, P.C.
ATTORNEYS AT LAW

17 BATTERY PLACE SOUTH | SUITE 743 | NEW YORK | NEW YORK 10004
212.510.7265 TELEPHONE | 212.510.7626 FACSIMILE

May 31, 2013

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

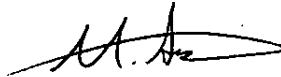
Subject: Finker – Frenkel Legacy Foundation, Inc.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy and Certificate.

If you have any questions or comments, please contact me.

Sincerely,



Mario Signori
Hebble & Associates, PC
17 Battery Place South, Suite 743
New York, NY 10004
(212) 510-7626
msignori@rmh-group.com

MS/jt
Enclosures

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**ARTICLES OF INCORPORATION
OF
FINKER – FRENKEL LEGACY FOUNDATION, INC.**

UNDER CHAPTER 617, F. S. NOT FOR PROFIT CORPORATION LAWS

ARTICLE FIRST: NAME.

The name of the Corporation shall be Finker – Frenkel Legacy Foundation, Inc.

ARTICLE SECOND: PRINCIPAL OFFICE and REGISTERED AGENT

The place where its principal office and mailing address of the corporation is 9995 Gate Parkway N., Suite 400, Jacksonville, FL 32246 and the name of the corporation's registered agent at such address is Lazar Finker.

ARTICLE THIRD: PURPOSE.

The corporation is incorporated under the Florida Not For Profit Corporation Act exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue Law ("Code"). The corporation may engage in any lawful act or activity for which a not-for-profit corporation may be organized under the Florida Not For Profit Corporation Act.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOURTH: PRIVATE FOUNDATION.

Notwithstanding any other provision in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following restrictions:

section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(d) not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(e) not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIFTH: ELECTIONS.

The manner in which the directors are elected and appointed shall be as provided for in the bylaws.

ARTICLE SIXTH: DIRECTORS.

The name and address of the initial directors is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Eugene Frenkel	Director	9995 Gate Parkway N. Suite 400 Jacksonville, FL 32246
Dr. Raissa M. Frenkel	Director	9995 Gate Parkway N. Suite 400 Jacksonville, FL 32246
Dr. Lazar S. Finker	Director	9995 Gate Parkway N Suite 400 Jacksonville, FL 32246

ARTICLE SEVENTH: The name and address of the Incorporator is:

Mario Signori
Hebble & Associates, PC
17 Battery Place South, Suite 743
New York, NY 10009

ARTICLE EIGHTH: DISSOLUTION.

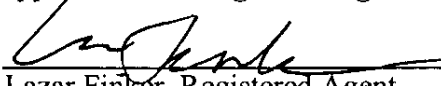
Upon the dissolution of the corporation, after payment of all of the liabilities of the corporation, the Board of Directors shall dispose of the remaining assets of the corporation exclusively to such one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for exclusively for the corporation's exempt purposes.

ARTICLE NINTH: LIMITATION OF LIABILITY.

No Director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to the corporation for monetary damages for: (a) any breach of the Director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in the Florida Nonprofit Corporation Act, as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

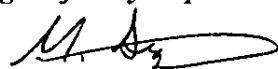
If the Florida Revised Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Lazar Finker, Registered Agent

May 31, 2013
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Mario Signori, Incorporator

May 31, 2013
Date